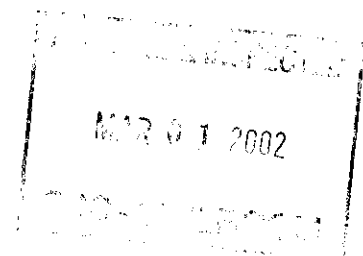


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November 9, 2001

Ms. Magalie R. Salas, Esq.
Secretary
Federal Communications Commission
445 12th Street SW, TW-A325
Washington, DC 20554



Attention: Michele Walters, Accounting Policy Division
Common Carrier Bureau, Federal Communications Commissions

Re: *Notification of Transfer of Subscriber Base in CC Docket No. 00-257*

Dear Ms. Salas,

Per the Streamlining Order of May 15, 2001 and by the letter ¹, Grande Communications Networks, Inc. ("Grande") notifies the Commission that it is acquiring part of the subscriber base of USOL Holdings Inc. dba U.S. OnLine ("U.S. OnLine") in sections of Texas. The affected subscribers receive telecommunications services from US OnLine including: competitive local exchange service and intrastate and interstate domestic interexchange service. Grande will continue to provide those same services to the subscribers transferred to its network. The transfer of subscribers from U.S. OnLine to Grande will go into effect on December 12, 2001.

Grande hereby certifies that it will comply with the advanced subscriber notice requirements in 47.C.F.R §64.1120(e)(3), with the obligations specified in its notice to subscribers, and with any other statutory and Commission requirements that apply to the streamlined process for compliance with §258 of the Communications Act of 1934, as amended. Please find enclosed a copy of the notice sent to affected subscribers by Grande.

If you have any questions regarding this submission, please do not hesitate to contact me.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Gabriel Garcia".

Gabriel Garcia
Assistant General Counsel
Regulatory Affairs

¹ *In re* 2000 Biennial Review – Review of Policies and Rules Concerning Unauthorized Changes of Consumers Long Distance Carriers; Implementation of the Subscriber Carrier Selection Changes Provisions of the Telecommunications Act of 1996; Policies and Rules Concerning Unauthorized Changes of Consumers Long Distance Carriers, CC Docket No. 00-257; CC Docket No. 94-129; FCC 01-156 (rel. May 15, 2001)(“Streamlining Order”).

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IMPORTANT NEWS ABOUT YOUR U.S. OnLine SERVICE! PLEASE READ CAREFULLY.

Dear U.S. OnLine Subscriber:

We are pleased to announce that U.S. OnLine and Grande Communications have partnered to provide bundled broadband communications at your community. Starting December 12, 2001, Grande will take over all operations as your new provider, while U.S. OnLine will continue to provide marketing and sales support to your community's management team. Grande will be responsible for any carrier change charges associated with your transition to Grande as your service provider for telephone. Grande is a locally based broadband communications company that provides state-of-the-art digital cable television, local and long distance telephone, and high-speed Internet services.

U.S. OnLine is committed to providing the smartest communication solutions for the communities we serve and know that our partnership with Grande will suit all of our customers' needs. We are confident that you will be happy with Grande as your new service provider. We hope that you will take advantage of the savings by subscribing to one of the bundled packages and receiving free installation. If you would like to sign up for a bundled package or any of the other great services, please stop by your leasing office by December 12, 2001.

Please take a few moments to read the information included with this letter as it will outline the services that are available with Grande, the conversion process, as well as explain what will happen if you decide not to sign up for service. We welcome you into the Grande family! Our commitment is to provide the best communications services available to you with better customer care than you will find anywhere else. The Grande local customer service number is 210-320-4880 if you have any questions about the transfer.

Sincerely,
U.S. OnLine & Grande Communications

<p>IMPORTANT INFO! PLEASE READ!</p>

The following is an overview of the transition of services that will soon take place:

Billing

Grande bills for services one month in advance for all lines of business. You will receive a consolidated invoice for whichever services you are currently subscribing to, or sign up for in the future. You will receive your first invoice from Grande within three to ten business days of the conversion date. Please remit payment to the P.O. Box address that appears on the envelope supplied in the bill. For customers who currently have auto payment on their credit card, you will be set up to be automatically billed by Grande once a month for all services. This is an automatic function of Grande's billing system. Please note that the date on which this transaction takes place may differ from the current date used by U.S. OnLine. If you wish to add or drop this function, please feel free to contact Grande's local customer service department to make the change. You may receive a final invoice from U.S. OnLine after the conversion of service to Grande. This invoice will be for days of service between your last bill with U.S. OnLine and the conversion date, plus any outstanding long distance service that has not yet been invoiced. Please remit payment for any outstanding services billed by U.S. OnLine to them directly.

Pricing and Packages- New Bundled Services!

Grande has different pricing and packages than does U.S. OnLine. A complete listing of the pricing and packages is included with this letter. We encourage you to take this opportunity to review the bundled packages and choose one that serves all of your needs. Sign up now for digital cable, telephone and high-speed Internet with free installation! Should you decide not to sign up, Grande is mapping your current services to those that most closely match U.S. OnLine's, however you may notice some price changes. Grande's stated rates, terms and conditions will go into effect on the date Grande becomes your service provider. You may change your selection at any time by calling Grande's local customer service center.

Cable Television

You will receive the new Grande cable channels on the day of conversion, **December 12, 2001**. Grande is currently upgrading your system, and launching new digital services. You can now choose from additional digital cable packages that will offer you pay per view, more premium movie channels, digital music, sports programming, and more packaged channels. Take advantage of this opportunity to upgrade your services with no upgrade or change of service fees. You must sign up in your community leasing office no later than **December 12, 2001** to qualify for this special offer. If you are unable to sign up for any of Grande's cable service offers prior to the conversion date your cable television service will default to one of two levels of Grande's cable television service. Current Basic and Basic Plus subscribers will default to Grande's Basic Cable service. Super Pak subscribers will default to Grande's Expanded Basic cable. If you wish to continue to receive premium programming (HBO, Showtime, Cinemax, etc.), please sign up for the digital cable service and premium package that best suites you.

Local and Long Distance Services

U.S. OnLine does not currently offer phone service at Vista Crossing. However, this section contains information about phone service that Grande will be offering. If you currently have U.S. OnLine local telephone and long distance service, you will not need to change your telephone number or take any action to continue services. You will be converted to Grande's 9-cent long distance plan, which charges you 9 cents for all long distance phone calls, day or evening. Grande offers other long distance plans and

international calling plans that you may choose from as well. Grande will be adding more features to the telephone service. The new features are the following:

Now Available (you must subscribe to these services to receive them, please see enclosed pricing and packaging):

- Caller ID- Displays name and phone number
- Call-Waiting Caller ID
- In-bound 800 number service
- Call Return- (*69)
- Anonymous Call Rejection
- Selective Call Forwarding
- Call Blocker
- Auto Redial
- Expanded Local Calling Areas/Grande to Grande free long distance
- Long Distance Calling Cards

Of course you have a choice in telephone providers and if such alternatives are available, you may choose any telephone provider that you like. However, you may have to pay an installation fee and other fees if you change telephone providers. If you decide to select a telephone provider other than Grande, you must contact that telephone provider directly.

After **December 12, 2001**, your service will default to Grande if you are currently a U.S. OnLine telephone subscriber; you may select another telephone provider after this date but you may be required to pay a carrier change charge.

If you are a U.S. OnLine telephone subscriber and you receive this notice, and you do not select a new telephone provider by **December 12, 2001**, your service will be transferred to Grande even if you had arranged a preferred carrier freeze with U.S. OnLine on the service(s) involved in this transfer. At that time, existing preferred carrier freezes on the service(s) involved in the transfer will be lifted. You must contact Grande to arrange a new preferred carrier freeze. Any complaints filed, or raised, will be handled by Grande beginning on **December 12, 2001**.

High-Speed Internet

We realize how important high-speed Internet access is to you. Grande is pleased to announce that you will have ability to subscribe to Grande's high-speed Internet service after the conversion from U.S. OnLine. We have enclosed a description of the packages that are available as well as the pricing. Please take advantage of the limited time offer of free installation if you sign up in your leasing office before December 11, 2001. You must subscribe to at least Basic cable service in addition to the Internet package of your choice in order to receive our high-speed Internet service. If you are already receiving High Speed Data service from U.S. OnLine you will need to call Grande to set up your service on Grande's network in order to continue receiving service.

We welcome you into the Grande family! Our commitment is to provide the best communications services available to you with better customer care than you will find anywhere else. Our local customer service number is **210-320-4880** if you have any questions about the transfer.

Sincerely,
Grande
For you, the world.